

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

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Akanthos Capital Management, LLC;  
Aria Opportunity Fund Ltd.; AQR  
Absolute Return Master Account, L.P.;  
CC Arbitrage, Ltd; CNH CA Master  
Account, L.P.; Galileo Partners Fund I,  
L.P.; GLG Investments plc: sub-fund  
GLG Global Convertible UCITS Fund;  
GLG Investments IV plc: sub-fund  
GLG Global Convertible UCITS  
(Distributing) Fund; GLG Global  
Convertible Fund plc; GLG Market  
Neutral Fund; Highbridge International  
LLC; Kamunting Street Master Fund,  
Ltd.; KBC Financial Products  
(Cayman Islands) Ltd.; Kingstown  
Partners, L.P.; Pandora Select  
Advisors, LLC; Parsoon Opportunity  
Fund Ltd.; Tenor Opportunity Master  
Fund, Ltd.; Whitebox Advisors, LLC;  
Whitebox Combined Advisors, LLC;  
Whitebox Convertible Arbitrage  
Advisors, LLC; and Whitebox Hedged  
High Yield Advisors, LLC,

Plaintiffs,

vs.

CompuCredit Holdings Corporation,

Defendant.

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**Civil Action File  
Number 1:10-CV-844-TCB**

## **DECLARATION OF JEFF ROSS**

I, Jeff Ross, declare under penalty of perjury:

I am an attorney at Ross & Orenstein LLC and one of the lawyers representing the Plaintiffs in the above-captioned matter. I make this declaration of my own personal knowledge.

1. Attached hereto as Exhibit 1 is a true and correct copy of the Indenture, dated as of May 27, 2005, for CompuCredit Corporation's 3.625% Convertible Senior Notes Due 2025.

2. Attached hereto as Exhibit 2 is a true and correct copy of the Indenture, dated as of November 23, 2005, for CompuCredit Corporation's 5.875% Convertible Senior Notes Due 2035.

3. Attached hereto as Exhibit 3 is a true and correct copy of excerpts from the Form 10-K filed by CompuCredit Corporation with the SEC on February 25, 2009.

4. Attached hereto as Exhibit 4 is a true and correct copy of the Form 10-Q filed by CompuCredit Holdings Corporation with the SEC on November 9, 2009.

5. Attached hereto as Exhibit 5 is a true and correct copy of the Form 10-K filed by CompuCredit Holdings Corporation with the SEC on March 5, 2010.

6. Attached hereto as Exhibit 6 is a true and correct copy of the amended Preliminary Information Statement filed by Purpose Financial Holdings, Inc. with the SEC on March 29, 2009, as an exhibit to its amended Form 10.

7. Attached hereto as Exhibit 7 is a true and correct copy of excerpts from the 2010 Proxy Statement issued by CompuCredit Holdings Corporation.

8. Attached hereto as Exhibit 8 is a true and correct copy of a press release issued by CompuCredit Holdings Corporation on December 3, 2009.

9. Attached hereto as Exhibit 9 is a true and correct copy of a press release issued by CompuCredit Holdings Corporation on January 4, 2010.

10. Attached hereto as Exhibit 10 is a true and correct copy of a press release issued by CompuCredit Holdings Corporation on January 28, 2010.

11. Attached hereto as Exhibit 11 is a true and correct copy of a February 5, 2010 American Banker article titled "CompuCredit to Lay Off 300 Collectors".

12. Attached hereto as Exhibit 12 is a true and correct copy of a Moody's press release dated February 17, 2010.

13. Attached hereto as Exhibit 13 is a true and correct copy of a press release issued by CompuCredit Holdings Corporation dated February 26, 2010.

14. Attached hereto as Exhibit 14 is a true and correct copy of a press release issued by CompuCredit Holdings Corporation dated March 5, 2010.

15. Attached hereto as Exhibit 15 is a true and correct copy of a press release issued by CompuCredit Holdings Corporation dated April 14, 2010.

16. Attached hereto as Exhibit 16 is a true and correct copy of the Offer to Purchase for Cash by CompuCredit Holdings Corporation.

17. Attached hereto as Exhibit 17 are true and correct copies of CompuCredit Holdings Corporation trading prices for common shares from December 1, 2009 to April 26, 2010.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27<sup>th</sup> day of April, 2010, in Minneapolis, Minnesota.

s/Jeff Ross

Jeff Ross  
Ross & Orenstein LLC  
100 South Fifth Street, Suite 1200  
Minneapolis, MN 55402  
(612) 439-9800